

ORIGINAL

COLE, RAYWID & BRAVERMAN, L.L.P.

REGULATORY AUTHORITY  
ATTORNEYS AT LAW

'99 MAY 18 AM 8 34  
SECOND FLOOR  
1919 PENNSYLVANIA AVENUE, N.W.

OFFICE WASHINGTON, D.C. 20006-3458  
EXECUTIVE SECRETARY  
(202) 452-9750

ALAN RAYWID  
(1930-1991)

OF COUNSEL  
FRANCES J. CHETWYND  
ELLEN S. DEUTSCH

FACSIMILE  
(202) 452-0067

INTERNET  
WWW.CRBLAW.COM

JOHN P. COLE, JR.  
BURT A. BRAVERMAN  
ROBERT L. JAMES  
JOHN D. SEIVER  
WESLEY R. HEPPLER  
PAUL GLIST  
DAVID M. SILVERMAN  
JAMES F. IRELAND, III  
STEVEN J. HORVITZ  
CHRISTOPHER W. SAVAGE  
ANN FLOWERS  
ROBERT G. SCOTT, JR.  
SUSAN WHELAN WESTFALL  
THERESA A. ZETERBERG  
KARLYN D. STANLEY  
JOHN DAVIDSON THOMAS  
JOHN C. DODGE  
FREDERICK W. GIROUX  
GEOFFREY C. COOK  
MARIA T. BROWNE  
DONNA C. RATTLEY  
THOMAS SCOTT THOMPSON  
ADAM S. CALDWELL  
SANDRA GREINER  
JAMES W. TOMLINSON  
MARK S. KRISTIANSEN  
CHRISTIN S. MCMELEY\*  
HEATHER M. WILSON  
DAVID N. TOBENKIN\*

\* ADMITTED IN OKLAHOMA ONLY  
\* ADMITTED IN CALIFORNIA ONLY

May 14, 1999

Mr. David Waddell  
Executive Secretary  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, Tennessee 37243-0505

VIA FED EX

Re: Docket # 98-00813  
Withdrawal of CLEC Application of Helicon Telephone Tennessee, L.L.C.

Dear Mr. Waddell:

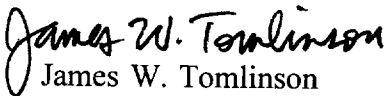
On November 17, 1998, Helicon Telephone Tennessee, L.L.C. ("HTT") submitted to the Authority an Application for a Certificate of Public Convenience and Necessity for CLEC service. On February 12, 1999, HTT requested a deferment of its Application.

In light of pending ownership changes of HTT's parent entity, The Helicon Group, L.P. ("Helicon"), HTT respectfully withdraws its Application. Specifically, Helicon has entered into a agreement with Charter Communications whereby Charter will purchase the assets of Helicon and its affiliates. Given these circumstances, the management of HTT and Helicon believes the withdrawal HTT's Application to be the most prudent course of action at this time.

Mr. David Waddell  
May 14, 1999  
Page -2-

Please contact the undersigned with any questions you may have regarding this matter.

Respectfully submitted,

  
James W. Tomlinson  
**For: Helicon Telephone Tennessee, L.L.C.**

cc: Richard A. Hainbach, HTT  
Robyn E. Smith, Weed Hubbard, Berry & Doughty